

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

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November 9, 1992

RECORDED FOR 8812 F

NOV 12 1992 3:00 PM

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON  
DAVID W. LONG  
CAROL A. HARRIS  
LELAND E. BUTLER  
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GENERAL ATTORNEYS

BARBARA A. SPRUNG  
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of May 1, 1977  
Between Each of ACF Industries, Incorporated, Portec,  
Inc. (Paragon Division), PACCAR Inc., and Southern  
Pacific Transportation Company; and Agreement and  
Assignment dated as of May 1, 1977 Between Each of  
ACF Industries, Incorporated, Portec, Inc. (Paragon  
Division), PACCAR Inc., and CoreStates Bank, N.A.  
(formerly First Pennsylvania Bank, N.A.), as Agent

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title  
49, United States Code, Section 11303, are an original and four  
fully executed counterparts of a Declaration of Full Payment, dated  
November 3, 1992, between Southern Pacific Transportation Company  
and CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.),  
as Agent, terminating the above-entitled Conditional Sale Agreement  
and Agreement and Assignment dated as of May 1, 1977, a secondary  
document, as defined in the Commission's Rules for the Recordation  
of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission  
under Section 11303 in this matter:

Conditional Sale Agreement dated as of May 1, 1977,  
between each of ACF Industries, Incorporated ("ACF"),  
Portec, Inc. (Paragon Division) ("Portec"), PACCAR Inc.  
("PACCAR"), and Southern Pacific Transportation Company  
("SPT"); and Agreement and Assignment dated as of May 1,

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1977, between each of ACF, Portec, PACCAR, and CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.), recorded on May 5, 1977, at 12:35 PM, and assigned Recordation No. 8812;

Amendment Agreement dated as of July 30, 1978 between CoreStates Bank, N.A. ("CoreStates"), as agent, and SPT, recorded on January 23, 1980, at 2:50 PM, and assigned Recordation No. 8812-A;

First Supplemental Agreement dated as of September 30, 1981, among SPT, Corestates, and ACF, recorded on October 1, 1981, at 2:20 PM, and assigned Recordation No. 8812-B;

First Supplemental Agreement dated as of September 30, 1981, among SPT, Corestates, and Portec, recorded on October 1, 1981, at 2:20 PM, and assigned Recordation No. 8812-C;

First Supplemental Agreement dated as of September 30, 1981, among SPT, Corestates, and PACCAR, recorded on October 1, 1981, at 2:20 PM, and assigned Recordation No. 8812-D; and

Car Lease Agreement dated June 10, 1983, between SPT and Consolidated Rail Corporation, recorded on August 22, 1983, at 10:20 AM, and assigned Recordation No. 8812-E.

In connection with the recording of the Declaration of Full Payment dated November 3, 1992, terminating the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of May 1, 1977, the following information is set forth:

Name and Address of Agent - Assignee:

CoreStates Bank, N.A. (formerly First  
Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Vendee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

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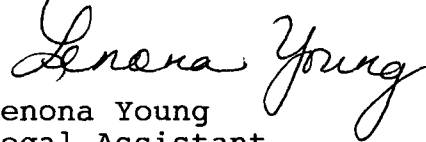
Also enclosed is a check in the amount of \$16 to cover the required recordation fee.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Declaration of Full Payment dated November 3, 1992, executed by CoreStates Bank, N.A., as Agent, covering 70-ton flat cars with enclosed tri-level superstructures and 70-ton box cars.

Very truly yours,



Lenona Young  
Legal Assistant

Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

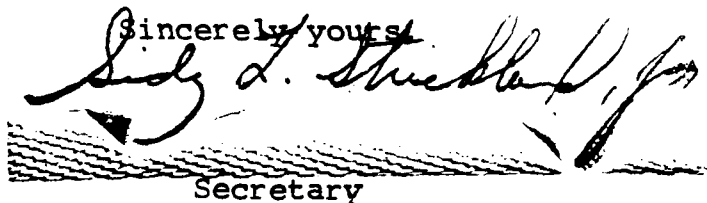
11/13/92

**OFFICE OF THE SECRETARY**

Lenona Young  
Legal Assistant  
Southern Pacific Transportation Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94106  
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/12/92 at 3:00pm , and assigned re-  
recording number(s). 8812-F & 16697-M

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

8812-F  
NOV 12 1992 -3 00 PM

INTERSTATE COMMERCE COMMISSION

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CONDITIONAL SALE AGREEMENT

Between Each of  
ACF INDUSTRIES, INCORPORATED,  
PORTEC, INC. (Paragon Division),  
PACCAR Inc.  
and  
SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of  
May 1, 1977

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DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement  
Between Each of  
ACF Industries, Incorporated,  
Portec, Inc. (Paragon Division),  
PACCAR Inc.,  
and  
Southern Pacific Transportation Company  
dated as of May 1, 1977

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DECLARATION OF FULL PAYMENT

CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association duly organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, does hereby certify that certain Conditional Sale Agreement dated as of May 1, 1977, by and between each of ACF INDUSTRIES, INCORPORATED, PORTEC, INC. (Paragon Division), PACCAR INC., and SOUTHERN PACIFIC TRANSPORTATION COMPANY, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 400 flat cars and 400 enclosed tri-level superstructures therein described; as amended by Amendment Agreement dated as of July 30, 1978, releasing 16 flat cars and substituting 18 enclosed tri-level superstructures; and as supplemented by First Supplemental Agreements, each dated as of September 30, 1981, substituting 12 box cars for equipment which were destroyed; said Conditional Sale Agreement being by ACF Industries, Incorporated, Portec, Inc. (Paragon Division), and PACCAR Inc. assigned to CoreStates Bank, N.A. by Agreement and

Assignment dated as of May 1, 1977, has been fully satisfied, paid and discharged.

CoreStates Bank, N.A. does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement, said Amendment and said First Supplemental Agreements has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement and the interest thereon have been satisfied; and that the said Conditional Sale Agreement has terminated.

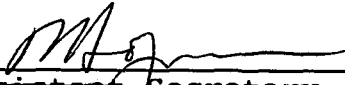
CoreStates Bank, N.A. does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be canceled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A. has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 3rd day of November, 1992.

CORESTATES BANK, N.A.

By CWud  
Corporate Trust Officer

Attest:

  
\_\_\_\_\_  
Assistant Secretary  
VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA       )  
  ) ss.  
CITY AND COUNTY OF PHILADELPHIA    )

On this 3rd day of November, 1992,  
before me personally appeared CATHY WIEDECKE, to me personally  
known, who being by me duly sworn, says that she is Corporate Trust  
Officer of CORESTATES BANK, N.A.; that the seal affixed to the  
foregoing instrument is the corporate seal of said bank; that said  
instrument was signed and sealed on behalf of said bank by  
authority of its Board of Directors, and she acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said bank.

  
\_\_\_\_\_  
Notary Public

